

GREENBRIER
LEASING COMPANY LLC

Greenbrier Leasing Company LLC

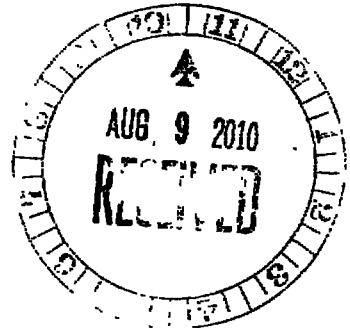
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

August 4, 2010

RECORDATION NO. 29396 FILED

AUG 09 '10 -12 45 PM

SURFACE TRANSPORTATION BOARD



VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of October 1, 2009 for Schedule No. 1 dated as of October 1, 2009, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Mosaic Crop Nutrition, LLC
3033 Campus Drive, Suite E490
Plymouth, MN 55441

A description of the railroad equipment covered by the enclosed document is:

Two hundred fifty (250) covered hopper railcars bearing AOKX marks, and numbered as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
August 4, 2010
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated as of October 1, 2009 for Schedule
No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" being more prominent than the last name "Grether".

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

AUG 09 '10 -12 45 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

MOSAIC CROP NUTRITION, LLC ("LESSEE")

OCTOBER 1, 2009

SCHEDULE NO. 1

OCTOBER 1, 2009

Memorandum of Schedule No. 1 dated October 1, 2009 to a Lease Agreement made and entered into as of October 1, 2009 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Mosaic Crop Nutrition, LLC, a Delaware limited liability company ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred fifty (250) covered hopper railcars with 4,750 cubic foot capacity and 268,000 lbs. GRL, bearing marks and numbers as set forth in the Rail Equipment List attached hereto as Exhibit A.
2. Schedule No. 1 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 1, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: _____

NAME: _____

TITLE: _____ President

LESSEE:

MOSAIC CROP NUTRITION, LLC

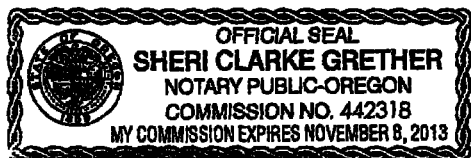
BY: _____

NAME: _____

TITLE: _____ June 11, 2010

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

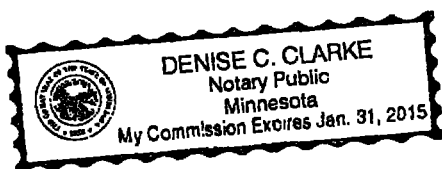
On this 18th day of June, 2010, before me personally appeared James T. Sharp, to me personally known, who being by me duly sworn, says that ~~s/he~~ is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~s/he~~ acknowledged that the execution of the said instrument was ~~her or~~ his free act and deed.



Sheri Clarke Grether
NOTARY PUBLIC
My commission expires: November 8, 2013

STATE OF Minnesota)
) ss.
COUNTY OF Hennepin)

On this 11th day of June, 2010, before me personally appeared Laurence W. Strayhorn, to me personally known, who being by me duly sworn, says that s/he is the Vice President - CFO of Mosaic Crop Nutrition, LLC and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Denise C. Clarke
NOTARY PUBLIC
My commission expires: _____

EXHIBIT A

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	181505	AOKX	181579	AOKX	181650	AOKX	181711
AOKX	181508	AOKX	181580	AOKX	181651	AOKX	181715
AOKX	181509	AOKX	181586	AOKX	181654	AOKX	181716
AOKX	181513	AOKX	181589	AOKX	181655	AOKX	181718
AOKX	181518	AOKX	181591	AOKX	181656	AOKX	181723
AOKX	181519	AOKX	181593	AOKX	181657	AOKX	181725
AOKX	181520	AOKX	181599	AOKX	181659	AOKX	181728
AOKX	181525	AOKX	181600	AOKX	181661	AOKX	181731
AOKX	181534	AOKX	181606	AOKX	181664	AOKX	181732
AOKX	181535	AOKX	181607	AOKX	181669	AOKX	181738
AOKX	181536	AOKX	181608	AOKX	181673	AOKX	181740
AOKX	181537	AOKX	181609	AOKX	181676	AOKX	181741
AOKX	181539	AOKX	181612	AOKX	181677	AOKX	181744
AOKX	181540	AOKX	181619	AOKX	181678	AOKX	181745
AOKX	181544	AOKX	181620	AOKX	181679	AOKX	181746
AOKX	181545	AOKX	181621	AOKX	181680	AOKX	181751
AOKX	181547	AOKX	181622	AOKX	181684	AOKX	181752
AOKX	181548	AOKX	181624	AOKX	181685	AOKX	181753
AOKX	181550	AOKX	181626	AOKX	181687	AOKX	181757
AOKX	181553	AOKX	181627	AOKX	181688	AOKX	181760
AOKX	181554	AOKX	181628	AOKX	181689	AOKX	181767
AOKX	181556	AOKX	181629	AOKX	181690	AOKX	181768
AOKX	181557	AOKX	181630	AOKX	181692	AOKX	181777
AOKX	181561	AOKX	181631	AOKX	181697	AOKX	181785
AOKX	181563	AOKX	181635	AOKX	181699	AOKX	181788
AOKX	181565	AOKX	181636	AOKX	181701	AOKX	181792
AOKX	181568	AOKX	181637	AOKX	181703	AOKX	181797
AOKX	181569	AOKX	181644	AOKX	181704	AOKX	181798
AOKX	181572	AOKX	181645	AOKX	181705	AOKX	181800
AOKX	181576	AOKX	181647	AOKX	181708	AOKX	181803
AOKX	181578	AOKX	181649	AOKX	181709	AOKX	181804

[CONTINUES ON FOLLOWING PAGE]

Mark	Number	Mark	Number	Mark	Number	Mark	Number
AOKX	181806	AOKX	181878	AOKX	181974	AOKX	182050
AOKX	181808	AOKX	181881	AOKX	181975	AOKX	182051
AOKX	181809	AOKX	181883	AOKX	181976	AOKX	182057
AOKX	181810	AOKX	181888	AOKX	181979	AOKX	182060
AOKX	181814	AOKX	181892	AOKX	181981	AOKX	182061
AOKX	181818	AOKX	181897	AOKX	181982	AOKX	182062
AOKX	181821	AOKX	181898	AOKX	181983	AOKX	182064
AOKX	181823	AOKX	181899	AOKX	181987	AOKX	182066
AOKX	181824	AOKX	181903	AOKX	181989	AOKX	182074
AOKX	181825	AOKX	181904	AOKX	181991	AOKX	182075
AOKX	181826	AOKX	181905	AOKX	181995	AOKX	182079
AOKX	181829	AOKX	181910	AOKX	181996	AOKX	182086
AOKX	181830	AOKX	181913	AOKX	181997	AOKX	182087
AOKX	181833	AOKX	181915	AOKX	181998	AOKX	182090
AOKX	181836	AOKX	181916	AOKX	182000	AOKX	182092
AOKX	181837	AOKX	181918	AOKX	182001	AOKX	182093
AOKX	181838	AOKX	181920	AOKX	182002	AOKX	182097
AOKX	181840	AOKX	181924	AOKX	182005	AOKX	182099
AOKX	181841	AOKX	181927	AOKX	182008	AOKX	182101
AOKX	181843	AOKX	181930	AOKX	182009	AOKX	182102
AOKX	181845	AOKX	181938	AOKX	182014	AOKX	182103
AOKX	181846	AOKX	181940	AOKX	182020	AOKX	182104
AOKX	181850	AOKX	181941	AOKX	182021	AOKX	182105
AOKX	181851	AOKX	181944	AOKX	182025	AOKX	182106
AOKX	181856	AOKX	181950	AOKX	182030	AOKX	182109
AOKX	181858	AOKX	181954	AOKX	182033	AOKX	182110
AOKX	181862	AOKX	181957	AOKX	182037	AOKX	182111
AOKX	181863	AOKX	181959	AOKX	182040	Total	250 Cars
AOKX	181865	AOKX	181961	AOKX	182041		
AOKX	181869	AOKX	181964	AOKX	182042		
AOKX	181870	AOKX	181968	AOKX	182045		
AOKX	181873	AOKX	181969	AOKX	182048		
AOKX	181874	AOKX	181970	AOKX	182049		